

**ANNUAL GENERAL MEETING 11 APRIL 2018**

PROPOSALS TO THE GENERAL MEETING

RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

The Board of Directors proposes to the General Meeting that the dividend payable on the basis of the balance sheet confirmed for the financial year 1 January - 31 December 2017 be EUR 0.34 per share, a total of EUR 19,805,255.68. The dividend shall be paid to shareholders who on the record date for the dividend payment, 13 April 2018, are recorded in the shareholders' register held by Euroclear Finland Oy. The Board of Directors proposes that the dividend payment date be 20 April 2018.

**ANNUAL GENERAL MEETING 11 APRIL 2018**

## PROPOSALS TO THE GENERAL MEETING

## REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Shareholders' Nomination Committee has drafted, pursuant to its Rules of Procedure, a proposal for the remuneration of the board of directors:

The monthly remuneration of the members of the Board of Directors

- Chairman of the Board of Directors EUR 4,600
- Deputy Chairman and members of the Board of Directors EUR 2,300

The attendance fee for the members of the Board of Directors for each Board meeting attended by the member, with the exception of meetings held via telephone or email, shall remain the same as previous year:

- Chairman of the Board of Directors EUR 1,500
- Deputy Chairman and members of the Board of Directors EUR 750

The attendance fee for the members of the committees of the Board of Directors for each committee meeting attended by the member, with the exception of meetings held via telephone or email shall remain the same as previous year:

- Chairman of the committee EUR 600
- Members of the committee EUR 400

Reasonable travel expenses caused by Board meetings or committee meetings should be paid in accordance with the instructions of the tax authority.

**ANNUAL GENERAL MEETING 11 APRIL 2018**

PROPOSALS TO THE GENERAL MEETING

DECIDING THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

The Shareholders' Nomination Committee proposes that the number of Board members shall be five (5).

**ANNUAL GENERAL MEETING 11 APRIL 2018**

## PROPOSALS TO THE GENERAL MEETING

## ELECTING THE BOARD OF DIRECTORS

The Shareholders' Nomination Committee proposes that pursuant to their consent, the following persons should be re-elected as members: Sakari Ahdekivi, Martti Karppinen, Mikko Räsänen and Päivi Timonen. Pertti Huuskonen has informed the company, that he is no longer available to continue in the company's Board of Directors due to reasons relating to time management.

As a new member to the Board of Directors the Shareholders' Nomination Committee proposes Pertti Korhonen. Korhonen holds the degree of Master of Science in Technology from the University of Oulu and acts as the Chairman of the Board of Directors of DNA Plc, ANS Finland Ltd and Finrail Ltd as well as the Chairman of the Executive Committee of Business Finland. Furthermore, Korhonen holds several other positions of trust. Korhonen has held the position of CEO both in Outotec Plc and Elektrobit Plc and has acted in several positions in Nokia Plc, including the member of the Group Executive Board and the Chief Technology Officer.

**ANNUAL GENERAL MEETING 11 APRIL 2018**

PROPOSALS TO THE GENERAL MEETING

AUDITOR'S FEE

The Board of Directors proposes that the auditor's fee be paid on the basis of an invoice approved by the company. In 2017, the auditor was paid approximately EUR 192,000 for services rendered. In addition to this, the audit firm was paid approximately EUR 48,000 for services other than auditing services.

**ANNUAL GENERAL MEETING 11 APRIL 2018**

PROPOSALS TO THE GENERAL MEETING

ELECTION OF AN AUDITOR

The Board of Directors proposes that audit firm KPMG Oy Ab be re-elected as the auditor and that the Annual General Meeting ask the auditor for a statement regarding the confirmation of the annual financial statement, granting discharge and the Board's proposal for asset sharing. KPMG Oy Ab has informed the company that C.A. Tapio Raappana would continue as the chief auditor.

The proposed auditor has consented to the election.

**ANNUAL GENERAL MEETING 11 APRIL 2018**

## PROPOSALS TO THE GENERAL MEETING

## AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE PURCHASE OF THE COMPANY'S OWN SHARES

The Board of Directors proposes that the Annual General Meeting authorise the Board to decide on the purchase of the company's own shares as one or several instalments using assets belonging to the shareholders' surplus, such that the maximum quantity purchased be 5,800,000 shares. On the date of the notice of meeting, the proposed quantity equals approximately ten (10) per cent of the company's entire shares. The shares shall be purchased through public trading organised by Nasdaq Helsinki Ltd in accordance with its rules or using another method. The consideration paid for the purchased shares should be based on the market price.

The authorisation also entitles the Board of Directors to decide on the purchase of shares other than in proportion to the shares owned by the shareholders (directed purchase). Then, there should be sound financial reasons for the company to purchase its own shares. Shares can be purchased to implement arrangements linked to the company's business operations, to realise the company's share-based incentive systems or otherwise to transfer or invalidate. The shares purchase can also be stored by the company.

The Board of Directors is authorised to make decisions on all other conditions and circumstances pertaining to the purchase of own shares. The purchase of own shares reduces the shareholders' surplus.

The authorisation is proposed to remain valid until the next Annual General Meeting.

**ANNUAL GENERAL MEETING 11 APRIL 2018**

## PROPOSALS TO THE GENERAL MEETING

**AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON A SHARE ISSUE, IN THE ISSUANCE OF OPTIONS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES AS WELL AS THE TRANSFER OF OWN SHARES**

The Board of Directors proposes that the AGM authorise the Board of Directors to decide on the issue of a maximum of 5,800,000 shares through a share issue or by granting rights of option or other special rights entitling to shares as one or several instalments. The authorisation includes the right to issue either new shares or own shares held by the company either against payment or without consideration. In contrast to the company's shareholders' privilege, new shares can be directly issued and own shares held by the company directly transferred if there is a weighty financial reason for it from the company's point of view or, in case of an issue without consideration, a particularly weighty financial reason from the company's point of view and the benefit of all its shareholders. The Board of Directors is authorised to decide on all other conditions and circumstances pertaining to a share issue, to the granting of special rights entitling to shares, and to the transfer of shares.

Among other things, the authorisation can be used to develop the capital structure, to expand the ownership base, to use as consideration in transactions, when the company purchases assets linked to its operations, and to implement incentive systems.

The authorisation is proposed to be valid until 31 October 2020. The authorisation shall replace the company's previous share issue and option authorisations.